

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

David J. Zott, P.C.  
To Call Writer Directly:  
(312) 862-2428  
dzott@kirkland.com

(312) 862-2000

www.kirkland.com

Facsimile:  
(312) 862-2200

May 20, 2009

**By Hand Delivery and ECF Filing**

Hon. Allan L. Gropper  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green  
New York, NY 10004-1408

Re: *Tronox Incorporated et al. ("Tronox") v. Anadarko Petroleum Corp.  
et al. ("Anadarko/Kerr-McGee")*, Adv. Pro. No. 09-01198-alg

Dear Judge Gropper:

As you know, we represent Tronox in the above-referenced adversary proceeding. Consistent with Tronox's statements to the Court during the May 6 hearing, since filing our complaint on May 12, we have attempted to reach agreement with Anadarko/Kerr-McGee on a consensual schedule for the adversary proceeding. The parties have been unable to reach agreement. The parties principally disagree on Tronox's request to seek expedited resolution of the litigation.

Accordingly, pursuant to Local Bankruptcy Rule 9076-1, we respectfully request an informal conference at the earliest time convenient for the Court. We note that the parties will appear before the Court on Thursday, May 28 for a hearing on Tronox's motion to amend its debtor-in-possession financing. Another hearing is scheduled for June 9. Attached is the current version of the Proposed Case Management Order. We look forward to discussing these issues with the Court in an informal conference, either on May 28 or such other time as the Court directs.

Sincerely,



David J. Zott, P.C.

CC: Melanie Gray, Esq., Counsel for Anadarko/Kerr-McGee

Enclosure

Worldwide LLC, and Tronox LLC f/k/a Kerr-McGee Chemical LLC and Defendants Anadarko

Petroleum Corporation and Kerr-McGee Corporation shall hereby abide by the following Case Management Order:

1. Joinder of Additional Parties

The parties agree that additional parties may be added to this adversary proceeding no later than 45 days prior to the close of fact discovery.

2. Amendment of Pleadings

The parties agree that pleadings may be amended no later than 30 days prior to the close of fact discovery.

3. Fact Discovery

All fact discovery shall be completed by September 4, 2009.

4. Expert Discovery

(a) The parties shall identify their respective experts by September 4, 2009.

(b) Reports from Plaintiffs' expert(s) retained under Federal Rule of Civil Procedure 26(a)(2) shall be produced on or before September 18, 2009.

(c) Reports from Defendants' expert(s) retained under Federal Rule of Civil Procedure 26(a)(2) shall be produced on or before October 2, 2009.

(d) Plaintiffs shall produce any rebuttal expert reports on or before October 14, 2009.

(e) Depositions of all parties' experts and rebuttal experts shall be completed by October 23, 2009.

5. Motions

(a) All potentially dispositive motions and motions in limine shall be filed on or before October 30, 2009.

(b) All opposition papers shall be filed on or before November 13, 2009.

(c) Replies to any dispositive motions shall be due on or before November 20, 2009.

6. Witness and Exhibit Lists

(a) Witness lists, separately identifying each witness that the parties intend to call or may call as a witness, shall be exchanged on or before November 6, 2009.

(b) Exhibits and deposition designations shall be exchanged on or before November 18, 2009. Any deposition counter designations and objections to exhibits shall be exchanged on or before November 25, 2009.

7. Trial

The parties agree that trial shall commence December 1, 2009 or as soon thereafter as the parties may be heard. The parties anticipate that the trial will last approximately 15 trial days.

8. Other Items

The parties' agreement to this schedule shall not be construed as a waiver of any right or privilege under the Federal Rules of Civil Procedure, the Federal Rules of Bankruptcy Procedure, the Court's Local Rules, or any other applicable state or federal law, including any right to move to compel or preclude discovery.

This Case Management Order may be amended only upon a showing of good cause and to prevent manifest injustice.

Dated: \_\_\_\_\_, 2009

KIRKLAND & ELLIS LLP

By: /s/ draft

Richard M. Cieri

Jonathan S. Henes

Colin M. Adams

Citigroup Center

153 East 53rd Street

New York, NY 10022-4611

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

David J. Zott, P.C.

Matthew T. Regan, P.C.

Jeffrey J. Zeiger

300 North LaSalle Street

Chicago, IL 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

*Attorneys for Plaintiffs-Debtors*

So Ordered:

---

United States Bankruptcy Judge